

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In Re Applications of)	MM Docket No. 93-75
)	
TRINITY BROADCASTING OF FLORIDA,)	
INC.)	BRCT-911001LY
)	
For Renewal of License of)	
Television Station WHFT(TV))	
Miami, Florida)	
)	
GLENDAL E BROADCASTING COMPANY)	BPCT-911227KE
)	
For Construction Permit)	
Miami, Florida)	

VOLUME II-E

HEARING EXHIBITS

TRINITY BROADCASTING OF FLORIDA, INC.
TRINITY BROADCASTING NETWORK
NATIONAL MINORITY TELEVISION, INC.

TBF Exhibits 108-115

TRINITY BROADCASTING OF FLORIDA,
INC.,

TRINITY BROADCASTING NETWORK,

NATIONAL MINORITY TELEVISION,
INC.

Mullin, Rhyne, Emmons and Topel,
P.C.
1000 Connecticut Ave. - Suite 500
Washington, D.C. 20036-5383
(202) 659-4700

VOLUME II-E

HEARING EXHIBITS

**TRINITY BROADCASTING OF FLORIDA, INC.
TRINITY BROADCASTING NETWORK
NATIONAL MINORITY TELEVISION, INC.**

TBF Exhibit 108 Testimony of Norman G. Juggert

**Tab A Corporate Minutes of TBN and Other
Organizations**

**Tab B June 1987 NMTV Action by Written
Consent**

Tab C Corporate Documents of NMTV (Various)

TBF Exhibit 109 Testimony of James G. McClellan

Tab A Employment Application

**Tab B Master List of Recruitment Sources --
January 1990**

**Tab C Current List of KNMT-TV Recruitment
Sources**

**Tab D Representative Letters to Recruitment
Sources**

Tab E KNMT-TV Filled Position Reports

Tab F KNMT-TV Newspaper Copy

Tab G Videotape of KOIN, Channel 6, Newscast

Tab H	Transcript of KOIN, Channel 6, Newscast
Tab I	KNMT-TV Quarterly Ascertainment Lists
Tab J	KNMT-TV "His Hand Extended" Monthly Reports
TBF Exhibit 110	Testimony of Christopher F. Warner, Sr.
TBF Exhibit 111	Testimony of Shinobu Sakurai Chrisman
TBF Exhibit 112	Testimony of Brian K. Mitchell
TBF Exhibit 113	Testimony of Timothy Greenidge
TBF Exhibit 114	Testimony of En Young Park
TBF Exhibit 115	Testimony of Mona McDonald

TESTIMONY OF NORMAN G. JUGGERT

1. My name is Norman G. Juggert. I reside at 24612 Shadow Fax, Lake Forest, California. I am an attorney and a partner in the law firm of Juggert & Wayman, whose address is 2845 Mesa Verde, Suite 4, Costa Mesa, California. I give this testimony to address matters concerning my relationship with Trinity Christian Center of Santa Ana, Inc. d/b/a Trinity Broadcasting Network ("TBN") and activities I have undertaken involving National Minority TV, Inc. ("NMTV"), formerly called Translator TV, Inc. (which, for the sake of clarity, I will refer to throughout as "NMTV").

2. I have been an officer and director of TBN since that organization was formed in 1973. My position as officer is Secretary/Treasurer. I have also been TBN's principal non-FCC attorney since the inception, and my law firm regularly provides legal services to TBN.

3. When NMTV was formed in 1980, it was never my thought that TBN control NMTV, and I never heard anybody suggest that it would or should. Under California law, as I knew, it is illegal for one nonprofit corporation to control another, or even for one board of directors to enter into an agreement to control another board. As a result, I would certainly have reacted as TBN's corporate counsel if I had perceived that TBN contemplated in any way exercising control over NMTV. In my mind, the critical points were that the respective boards of TBN and NMTV were autonomous, that under law TBN had no ability to enforce

Federal Communications Commission

Docket No. 93-75 Exhibit No. TBF 100 TAB A+B

Presented by Topel TBF

Disposition { Identified 12.2.93
Received 12.2.93
Rejected _____

Reporter A. W. Chua

Date 12.2.93

control on the other corporation, and that the members of the NMTV board were in no way obligated to follow the dictates of TBN. So, with the two entities having separate and autonomous boards of directors, it never entered my mind that TBN could be charged with controlling NMTV.

4. I have no expertise in FCC matters, and we have always relied on FCC counsel to guide us in that area. From the beginning we had been advised by FCC counsel that the board of directors were the group that determined control of a nonprofit corporation. This was completely consistent with my understanding of California law. Therefore, I thought that we were following the FCC's policy to a tee. My belief was reinforced when I read an article in the Los Angeles Times in January 1989 in which an FCC official said that the FCC had determined that NMTV's structure complied with the FCC's policy on minority control. Because of this, I was shocked when we were later charged with violating FCC policy. I thought we were in compliance.

5. Over the years I have from time to time provided services for NMTV. When NMTV was formed in 1980, I helped at Jane Duff's request by preparing the articles of incorporation, by-laws, and the state and federal tax exemption applications. I believe that my fee for such work in helping to form NMTV was paid by TBN. Although I am not an officer or director of NMTV (and never have been), I have attended many of NMTV's Board

meetings and have often prepared the minutes or assisted Jane Duff by putting her draft of minutes into legal format. This is not an official function I have, and I do not charge any fee for it as a legal service. It is something I do just because I believe in what NMTV is doing and I want to be helpful. I do not participate in the discussions among the members of the Board unless asked my advice on a legal matter, which happens infrequently.

6. Many of the minutes I have prepared of NMTV meetings do not list all persons present at the meeting or reflect that it was I who prepared the minutes for an officer's signature. That is not out of any effort to conceal the fact that I, or sometimes one or more TBN employees, attended, and/or that I prepared the minutes. Rather, it is simply because my practice, while not uniform, has at times over the years been to list as present only the persons who were official members or who made some significant contribution to the discussion at the meeting. My chief aim, in light of the notice requirements for special meetings under California law, was that the minutes reflect the directors who were present or represented by proxy. At most of the NMTV meetings I attended I did nothing but function as the scrivener -- listen and take notes -- so I did not list myself in the minutes as being among the attendees. Following the same practice, I would not have listed other attendees who did not actively participate. I should note that I have often used the

same practice in preparing minutes for other organizations besides NMTV. Attached in Tab A are copies of such minutes I prepared for TBN (pp. 1-10) and other organizations (pp. 11-20) that do not list all persons who were in attendance and (in the case of pp. 11-20) do not reflect that it was I who prepared the minutes for signature by an officer.

7. When I have provided legal service to NMTV, I have not billed NMTV. On one NMTV matter, involving a translator site lease in Columbia, South Carolina, as to which I advised NMTV in September 1992, my firm's records indicate that the billing (totalling \$90 for 0.6 hours of time) went to TBN. That was a mistake. Since the matter in question did not involve TBN at all, it should either have been billed to NMTV or not billed. An example of a service performed for NMTV but not billed is an action by written consent of the NMTV Board I prepared in June 1987 involving indemnification of officers and directors against claims (attached in Tab B). This was occasioned by an impending change in California law which applied to all corporations, and I circulated the same suggestion to all of the corporations with which I did work.

8. It has come to my attention in the course of this FCC proceeding that I made mistakes from time to time in preparing NMTV documents. Attached in Tab C are four documents I prepared in January and February 1987 that incorrectly describe Terrence Hickey as either Secretary or a Director of NMTV. Mr. Hickey

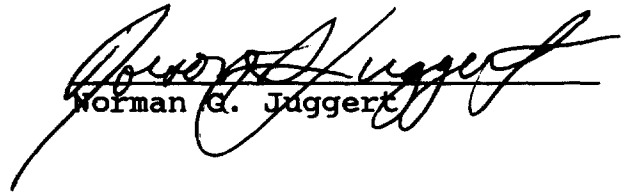
was actually Assistant Secretary rather than Secretary, and his title should have been correctly stated. He has never been a Director of NMTV (or of TBN, for that matter), and I simply do not know how the "Action by Written Consent" dated January 26, 1987, and the "Action by Written Consent" dated February 8, 1987, came to mistakenly list him as a Director of NMTV. Although I cannot explain those errors, I do take full responsibility for them. Also in Tab C are minutes of an NMTV meeting held August 15, 1990, which list Jane Duff as "Secretary" when she should have been listed as "Acting Secretary." I may have made other errors over the years as well, but at no time did I intentionally misstate facts or create omissions for the purpose of concealing something from the FCC.

9. Finally, I want to say that in my mind NMTV truly is a different entity with a different purpose from TBN, even though it is a TBN programming affiliate. I know from having heard them express such thoughts that the minority directors of NMTV have a particular interest in providing programming that benefits minorities and involving minorities in the operation of NMTV's stations. I also believe that, while the members of the TBN Board and the members of the NMTV Board share a common religious faith, the minority members come at their faith from a different point of view and have a different spiritual attitude based on their life's experience than do the non-

minority members. That is why, wholly apart from the very clear legal differences, I have always understood and believed that NMTV really was something different from TBN.

DECLARATION

I, Norman G. Juggert, hereby declare under penalty of perjury that the foregoing testimony is true and correct to the best of my knowledge and belief.


Norman G. Juggert

November 9, 1993

Guggert EX. 1
Wit: *Guggert - Vol. II*
Date: 10-1-93
Sherr Clark Esq. CSR 6378

Special Meeting

Trinity Christian Center of Santa Ana, Inc.

A special meeting of Trinity Christian Center of Santa Ana, Inc. was held on September 12, 1990 at Newport Beach, California. All directors were present or represented by proxy.

The Board of Directors considered the purchase of an international shortwave radio station generally described as KUSW in Salt Lake City, Utah. The purchase also includes the improved real property upon which it is located.

It was moved, seconded, and passed that the acquisition of said short wave radio station and land for a purchase price, including commissions of not less than One Million Five Hundred Thousand Dollars (\$1,500,000), be approved and that the President be authorized and empowered to execute and deliver such escrow instructions, contracts and other documents reasonably required to consummate the purchase of said station. The aforesaid purchase shall be subject to the approval of the Federal Communications Commission and such government agencies that shall be required.

Ben Miller has been considered as a candidate for a housing allowance. It was noted that Mr. Miller has been ordained and that he has been assigned to this corporation by Trinity Christian Center of San Marcos to perform ministerial and administration services. It was moved, seconded, and passed that a housing allowance of \$23,804.00 annually be approved for Ben Miller.

A request for a loan of \$365,000.00 for Holiday R.V. Parks, Inc. was considered. The loan would be used to acquire improved real property of 17 Bahia, Irvine, California and would be secured by a joint trust deed upon terms approved by the corporate officers. The improved real property in question would be leased to the corporation for the use as a guest house, or as a parsonage for a minister employed by the corporation. It was thereupon moved, seconded, and passed that the aforesaid request be approved, provided, the officers approve of the terms of the loan and that the property be made available for lease to the corporation.

The meeting then adjourned.


NORMAN G. GUGGERT

SPECIAL MEETING

TRINITY CHRISTIAN CENTER OF SANTA ANA, INC.

A special meeting of Trinity Christian Center of Santa Ana, Inc. was held on October 5, 1990 at Newport Beach, California. All directors except Janice Crouch were present.

The board approved a loan to Holiday R.V. Park, Inc. in the amount of \$365,000.00 for the purchase of a residential dwelling in Irvine, California. The purchase would include furniture and furnishings that would be available to the corporation as lessee. The terms of the loan so approved included interest at 12%, payable annually for five years at which time the entire balance will be due and payable. The promissory note is to be secured by a first trust deed.

During the course of the meeting, discussions occurred with representatives of High Adventure Ministry. High Adventure is considering a restructuring of its ministry.

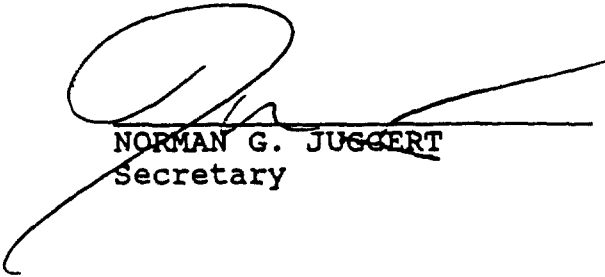
The officers expressed an interest in the possibility of utilizing the services of High Adventure to construct short wave radio stations that would be owned by the corporation for the purpose of broadcasting the Gospel.

President Crouch expressed an interest in any proposal put forth by High Adventure but made it clear that any broadcast facility acquired by Trinity would have to be owned entirely by the corporation to keep faith with the ministry's partners who "own" all of its stations.

The meeting then adjourned.

Dated:

10/19/90


NORMAN G. JUGGERT
Secretary

SPECIAL MEETING
OF
TRINITY CHRISTIAN CENTER OF SANTA ANA, INC.

On July 12, 1989, the Board of Directors of Trinity Christain Center of Santa Ana, Inc. conducted an informational meeting with the Board of Directors of Fundacao Evangelica Trinidad ("FET"), an educational foundation organized in Brazil. The foundation holds authorization to construct and operate a television station over Channel 53, Sao Paulo, Brazil.

It was explained to the board by representatives of FET that FET must maintain two separate boards. One board manages and directs the operations of the Foundation and the other board acts primarily as an advisory board, although it is required to annually audit the activities of the foundation and report is findings to a judge that oversees its activities.

The current members of the policy-making board are:

Ginenton Alencar - President
Jairo Pereira - Treasurer
Libni Alencar
Manuel Marques
Jaime Ribeiro - Secretary
Zibia Alencar - Assistant Secretary

It was noted that Mr. Ribeiro serves as Director of Telecommunications for the federal district of Brazil and areas near the federal capital.

President Alencar reported the possibility of forming a separate corporation that would not be a foundation was being explored. A report will be made at a later date.

Those present then discussed a studio for the new station and it was determined that the present location which was formerly used by a church would be satisfactory for the time being. The rent for same is \$300.00, which the Foundation was authorized to add to its current airtime bill.

A potential tower lease site was discussed. The site in question includes at least two extra rooms and the rent on a four-year lease is \$2,000.00 per month. A determination as to the viability of the site will be made after a technical examination of the site and its equipment is included.

A grant of funds from the corporation to FET for the acquisition of a transportation vehicle and an outside broadcast vehicle was requested. Consideration of same was postponed for futher discussion after the next telethon.

President Alencar indicated that telephone lines must be purchased in Brazil. The current price is approximately \$6,000 per line. An additional line or lines would assist the ministry in responding to calls for counseling. The acquisition of same from funds provided by the corporation will depend upon the extent to which the partners of Trinity provide support for the corporation's ministry to Brazil.

FET board members expressed their strong desire to minister to all of Brazil. A possible network from the Sao Paulo station was discussed.

Mr. Ribeiro stated that he hoped the station would be on the air in six months to allow Brazil's current President an opportunity to dedicate the station. Mr. Crouch stated that everything was dependent upon the speed in which a transmitter could be acquired and installed. At least six months is normally required.

Those present determined that it would be prudent to keep the current program on the secular television station it is now broadcasting on as the response has been very positive and inquiries and prayer requests from all over the country have been received.

The board of Trinity then discussed the wisdom of opening a bank account in the name of FEET for transfer of funds to FET. After discussion, the following resolutions were adopted.

RESOLVED, this corporation is authorized to do business as FUNDACAO EVANGELICA TRINIDAD.

RESOLVED FURTHER, the officers of this corporation are authorized and empowered to open one or more checking and/or savings accounts in the fictitious name of FUNDACAO EVANGELICA TRINIDAD with the signatories to said account being the signatories to the corporation's general checking account.

RESOLVED FURTHER, the officers of this corporation are hereby authorized and empowered to elect the bank or other institution of their choice and to adopt such form resolutions of the bank or other institution as they deem to be in the best interest of the corporation.

The meeting then adjourned.

Dated: 5/1/55


NORMAN G. JUGGERT

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
TRINITY CHRISTIAN CENTER OF SANTA ANA, INC.

A special meeting of the Board of Directors of Trinity Christian Center of Santa Ana, Inc. was held on February 7, 1992 with all directors participating, except Janice Crouch.

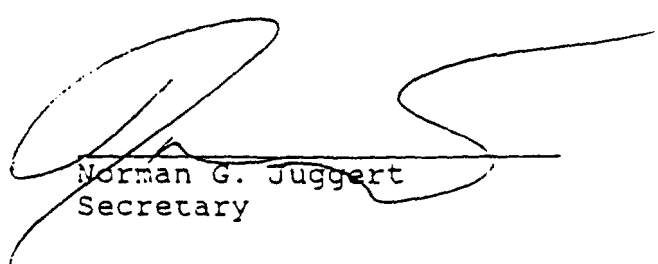
The board considered various transactions that had occurred during a visit by the President and Secretary to Russia.

An agreement entitled "Agreement For Joint Ownership And Operation of Television in St. Petersburg, Russia" was considered. The agreement provides for a thirty-one percent (31%) interest in Regional TV by Trinity. Trinity is required to acquire equipment valued at \$750,000.00 for the operation of the station over Channel 40, St. Petersburg. An additional \$100,000.00 is required to be paid to RTV, the predecessor of Trinity. It was moved, seconded and passed that the action of the President and Secretary in entering said agreement in behalf of the corporation be approved and ratified.

The board of directors then considered an agreement entitled "Intentions Protocol," dated February 4, 1992 between the corporation and Christian Independent Network "Blagovest," a Russian company centered in Moscow, Russia. The agreement provides for cooperation between the corporation and Christian Independent Network in organizing a television studio in Moscow for the production and broadcast of Christian television programs. It was moved, seconded and passed that the action of the President and Secretary in executing said agreement be approved and ratified.

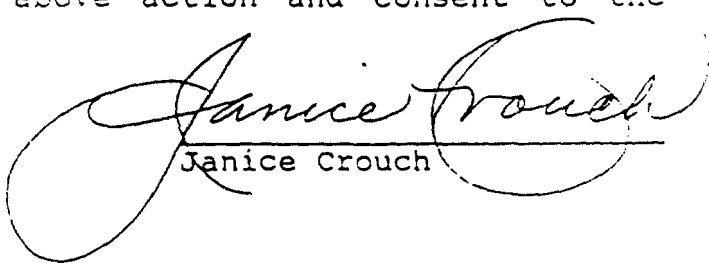
The meeting then adjourned.

Dated: 2/10/92


Norman G. Juggert
Secretary

I hereby approve of the above action and consent to the meeting.

Dated: 2/10/92


Janice Crouch

SPECIAL MEETING
TRINITY CHRISTIAN CENTER
OF
SANTA ANA, INC.

May 26, 1991

A special meeting of the Board of Directors of Trinity Christian Center of Santa Ana, Inc. ("TCC") was held on May 26, 1991 at San Salvador, El Salvador. The meeting was held in conjunction with a meeting with the Board of Directors of Asociacion Cultural de Difusiones Evangelicas de El Salvador ("ACUDES"). Directors representing TCC were Paul F. Crouch individually and as proxy holder for Janice Crouch. The purpose of the meeting was to complete the organization of Aduio Video De El Salvador, S.A. DE C.V. ("AUVISA"), an El Salvadoran stock corporation.

The meeting began with a report by auditor, Cesar Augusto Hernandez, Licenciado en Contaduria publica, with offices at Edificio Santa Rosa 203-205, Pasaje Montalvo, San Salvador, El Salvador. Auditor Hernandez's telephone numbers are 22-7126 and 21-4983.

Mr. Hernandez presented a written report of his audit dated April 12, 1991. Mr. Hernandez indicated that all reports and registrations required by various government agencies have been prepared and filed.

A patrimony tax, or property tax, is due to be paid by TCC prior to June 15 for the real property owned by TCC. The amount owed is \$47,000 colones or \$5,875 at an exchange rate of 8 to 1.

Mr Hernandez reported that it was necessary to increase the capital of AUVISA to 200,000 colones to provide for the issuance of shares to TCC and ACUDES. Shares for a lesser amount had been issued to four directors of ACUDES. Those shares were all canceled, as evidenced by the stock certificate book of AUVISA which board members Juggert and Crouch inspected. New share certificates were delivered to TCC and ACUDES in the total amount of twenty thousand (20,000) shares with one thousand two hundred (1,200) to TCC and eight hundred (800) to ACUDES.

Steps are in process to formally register TCC as an El Salvadoran non-profit organization. The only remaining step is the publication of notice of the registration by the government. It is anticipated that publication will occur within thirty (30) days. Once registration is complete, the corporation will be exempt from property taxes and will be entitled to import equipment without paying duty. This is particularly important as studio equipment is

Minutes - TCC
Re: San Salvador
June 3, 1991
Page 2

awaiting shipment to San Salvador in Miami.

The board members of ACUDES stated that ACUDES has already passed a resolution to transfer ownership of all personal property that has previously delivered to ACUDES for convenience to TCC once TCC's registration is completed.

The representatives of ACUDES and TCC voted as shareholders to elect the following officers and directors:

Paul F. Crouch - Director and President

Jorge Martinez - Director and Assistant Secretary

Matthew Crouch - Director

Norman G. Juggert - Director and Secretary

Marcelo Carcamo - Director and Vice President

Max Mejiavides - Assistant Secretary

A letter was presented to the board members of TCC from Confraternidad Evangelica Saladoena ("CES") requesting greater cooperation with local churches and religious organizations in the operation of Channel 25. Mr. Crouch agreed to write Adonaiheiva, President of CES to explain the intent of AUVISA to cooperate with El Salvadoran churches and religious groups, but that we have been hindered by our inability to ship the necessary broadcast equipment to El Salvador until our registration is complete.

The possibility of a loan from TCC to ACUDES was discussed. ACUDES operates Christian radio stations in El Salvador and is in need of equipment for its operations.

The board of TCC voted unanimously to loan Twenty-Five Thousand Dollars (\$25,000) to ACUDES to be repaid at the rate of Three Thousand colones per month. Such payments amount to Three Hundred Seventy Five Dollars (\$375.00) per month using an exchange rate of 8 to 1. ACUDES requested that the loan check be mailed by DHL to:

Minutes - TCC
Re: San Salvador
June 3, 1991
Page 3

Asociacion Cultural de
Difusiones Evangelicas
de El Salvador
Calle San Antonio
Abad y Pje Bonilla
#3
San Salvador
El Salvador, Central America

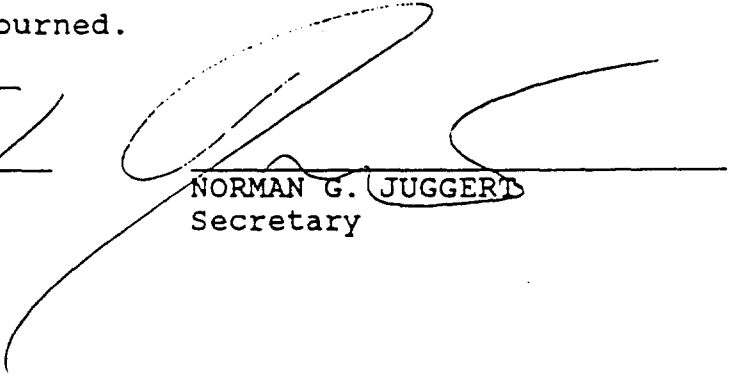
Before the meeting closed, the corporate books for AUVISA were delivered to Mr. Carcamo for safekeeping. The books included:

1. Avmento y Disminucion
Capital Social
(Records of Capital Increases and Decreases);
2. Acciones Audio Video
de El Salvador
S.A. de C.V.
(Stock Register); and
3. ACTAS
(Minutes).

At the close of the meeting the board members of ACUDES promised to register the minutes of the meeting with the proper governmental authorities.

The meeting then adjourned.

Dated: 6/3/91


NORMAN G. JUGGERT
Secretary

SPECIAL MEETING
OF
TRINITY CHRISTIAN CENTER OF SANTA ANA, INC.

A special meeting of Trinity Christian Center of Santa Ana, Inc. was held on July 8, 1989 in South Africa with all board members present or represented by proxy.

The board discussed developments in South Africa and Bophuthatswana during the past week.

The corporation had been asked to participate in the management and support of two separate corporations to be engaged in a Christian television ministry in south Africa and Bophuthswana. These ministries will engage in Christian evangelism and instruction and will seek to resolve racial conflicts through the power of the Gospel.

It was moved, seconded and passed that the corporate officers be authorized and empowered to assist in the formation of non-profit organizations created to provide Christian television and related ministry services to South Africa.

RESOLVED FURTHER, that officers, directors, employees and other representatives of this corporation, as determined by the board of directors shall be encouraged to participate as board members on such corporations.

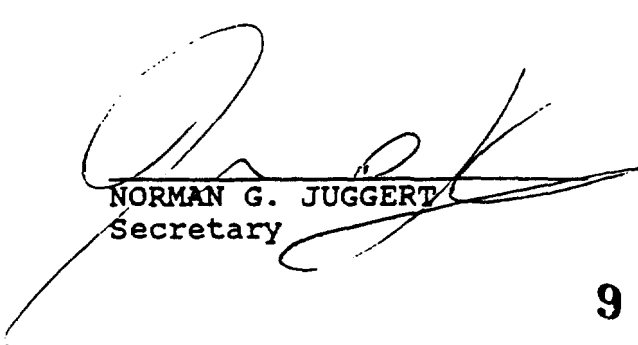
RESOLVED FURTHER, that this corporation acting through its officers is hereby authorized and empowered to provide financial support and assistance to such corporations, tentatively known as Trinity Broadcasting of Africa and Trinity Broadcasting of Bophuthatswana as they deem reasonably necessary to fulfill the Christian ministry objectives of such corporations.

The board then discussed the appointment of Walter Betchel as Tinity's African Coordinator for the entirety of Africa. Mr. Betchel's qualifications and skills were considered and found to be ideal for the position.

It was then moved, seconded and passed that Walter Betchel be appointed to coordinate all of the corporation's African ministry and to also serve as Managing Director of Trinity Broadcasting of Africa.

The meeting then adjourned.

Dated: 8/1/89


NORMAN G. JUGGERT
Secretary

SPECIAL MEETING
OF
TRINITY CHRISTIAN CENTER OF SANTA ANA, INC.

A special meeting of Trinity Christian Center of Santa Ana, Inc. ("Trinity") was held on January 25, 1992 at San Salvador, El Salvador, C.A. with all directors participating.

The following resolutions were adopted:

WHEREAS, Trinity holds One Thousand Two Hundred (1,200) shares of AUVISA SA de CV ("AUVISA");

WHEREAS, an El Salvadoran non-profit corporation, Asociacion Cultural de Difusiones Evangelicas Salvadorenas ("ACUDES") holds Eight Hundred (800) shares of AUVISA;

WHEREAS, concurrently with the issuance of said stock to Trinity and ACUDES, Trinity requested that ACUDES agree that the aforesaid stock issued by AUVISA to ACUDES be restricted so that ACUDES would be prevented from transferring its stock to any person, firm or corporation except Trinity;

WHEREAS, an independent accounting corporation recently concluded an audit of the books and records of AUVISA and recommended that the stock of AUVISA held by Trinity and ACUDES be transferred to individuals to avoid legal problems arising from the ownership of stock by non-profit corporations; and

WHEREAS, the consent of Trinity to the transfer of the stock of AUVISA held by ACUDES to individuals must be approved and authorized by Trinity.

NOW, THEREFORE, BE IT RESOLVED, that Trinity Christian Center of Santa Ana, Inc. hereby authorizes ACUDES to transfer the stock of AUVISA that it now holds to Marcelo Carcamo and Dr. Jorge Martinez Menendez.

BE IT FURTHER RESOLVED, that the officers of Trinity Christian Center of Santa Ana, Inc. are authorized to transfer the stock of AUVISA that it now holds to Paul F. Crouch and Norman G. Juggert, in trust for Trinity Christian Center of Santa Ana, Inc.

The Meeting was then adjourned.

Dated:

1/27/92


NORMAN G. JUGGERT, Secretary

ANNUAL MEETING

The shareholders and directors conducted an annual meeting on June 1, 1990 at the corporation's Irvine office. All directors and shareholder's participated.

A monthly salary of [REDACTED] for President [REDACTED] was confirmed and approved.

Those present reviewed the business plans of the corporation for the next year and authorized the officer to proceed.

The meeting then adjourned.

[REDACTED]
[REDACTED] Secretary
[REDACTED]

Guggert EX *R*
Wit. *Guggert-Vol. II*
Date *10-1-93*
S e c r e t a r y

JOINT SPECIAL MEETING
[REDACTED]

A joint special meeting of the shareholders and directors of [REDACTED] Inc. was held on July 16, 1991 at the corporate office. All directors and shareholders were present.

The President stated that the certificates of stock originally issued by the corporation had been lost or misplaced. He also stated that replacement certificates could be issued, but that the shareholders would be required to indemnify the corporation against any claim arising from such issuance.

It was therefore moved, seconded and passed that the following shares of stock be issued:

[REDACTED]

[REDACTED]

[REDACTED]

It was further moved, seconded and passed that such issuance be conditioned upon each shareholder signing these minutes and thereby agreeing to indemnify and hold the corporation harmless against any liability arising from the loss or misplacement of such share certificates.

The meeting then adjourned.

[REDACTED]

The undersigned hereby agree to indemnify and hold [REDACTED] harmless against any claim or loss arising out of the misplacement or loss of a share certificate from said corporation to me. I certify that I am the owner of the shares of stock specified hereinabove.

I further warrant that I have not transferred, pledged, sold, encumbered or assigned any of the shares of stock originally issued to me.

Dated: _____

Dated: _____

Dated: _____